



UMP HEALTHCARE HOLDINGS LIMITED

聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 722)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 27 FEBRUARY 2017

I/We^(Note 2) _____ of _____

being the registered holder(s) of shares in the issued share capital of UMP Healthcare Holdings Limited (the "Company") hereby appoint the Chairman of the meeting^(Note 3) or _____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at Room 1404-08, Wing On House, 71 Des Voeux Central, Hong Kong on Monday, 27 February 2017 at 2:30 p.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	Subject to the passing of the ordinary resolutions numbered 2 to 3,		
	(a) to approve, confirm and ratify the UMP Management SPA (as defined in the Company's circular dated 8 February 2017 despatched to the shareholders of the Company (the "Circular"), a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification), a copy of which has been produced to the meeting marked "B" and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(b) to approve, confirm and ratify the UMP Management III SPA (as defined in Circular), a copy of which has been produced to the meeting marked "C", and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(c) to approve, confirm and ratify the UMP Healthcare China Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "D" and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(d) to approve, confirm and ratify the UMP Healthcare (Beijing) Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "E", and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(e) to approve, confirm and ratify the UMP Healthcare China Shareholders' Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "F", and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(f) to approve, confirm and ratify the UMP Healthcare (Beijing) Amended and Restated Shareholders' Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "G", and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(g) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the UMP Management SPA, UMP Management III SPA, UMP Healthcare China Subscription Agreement, UMP Healthcare (Beijing) Subscription Agreement, UMP Healthcare China Shareholders' Agreement and UMP Healthcare (Beijing) Amended and Restated Shareholders' Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		
2.	Subject to the passing of the ordinary resolution numbered 1,		
	(a) to approve, confirm and ratify the continuing connected transactions contemplated under the Master Operation Service Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "H" and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(b) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Master Operation Service Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		

ORDINARY RESOLUTIONS		FOR	AGAINST
3.	Subject to the passing of the ordinary resolution numbered 1,		
	(a) to approve, confirm and ratify the continuing connected transactions contemplated under the Medical Services and Administration Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked "I" and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder and the Proposed Annual Caps (as defined in the Circular);		
	(b) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Medical Services and Administration Agreement, the proposed annual caps and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		

Date: _____ 2017 Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy (where the shareholder holds two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
On a show of hands, every shareholder who is present in person (or being a corporation, is present by a duly authorized representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy or being a corporation, present by its authorized representative shall be entitled to one vote for each fully paid share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST". If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.**
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and in such event, the relevant form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.